

06/04/2009

Robert L . Spencer  
288 Narrows Trace  
Xenia, Ohio 45385-9387

Mr. Vince Snowbarger, Deputy Director PBGC  
Pension Benefit Guaranty  
1200 K Street, NW  
Washington, DC 2005-4026  
FAX 202-326-4016

Fax 202-326-4042

Dear Mr. Snowbarger,

I am contacting you today because we have been advised by reliable sources that a decision on the disposition of the Delphi salaried pension plan is imminent and that now is the time to take action if a turnover to the PBGC is to be avoided. Delphi salaried retirees need PBGC assistance at this time to help avoid this additional blow to a group that is already hurting badly from the loss of health and life insurance benefits. **We urge the PBGC to advocate for the "Flow Back" of the Delphi Salaried Retiree Pension to GM. Short of that; the PBGC should refuse to accept the Delphi Salaried Pension Assets unless the Delphi Pension Fund is "Fully Funded".**

**Here is a summary of facts concerning the current situation:**

- The Delphi Salaried Pension Plan is underfunded by approximately \$2 billion, which Delphi is unlikely to be able to make up anytime soon.
- Virtually all of the plan's participants worked over 2/3 (25+ yrs) of their career as GM salaried employees some spending as little as a few months as Delphi employees prior to retirement.
- The GM salaried pension plan is far better funded than the Delphi plan so folding the Delphi salaried pension plan into GM's plan is a reasonable move from both a financial and ethical standpoint.

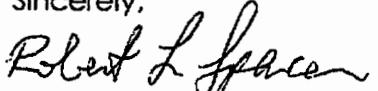
**We believe that what we propose is in the best interest of all stakeholders in the GM/Delphi restructuring process for the following reasons:**

- Delphi salaried retirees have already suffered disproportionate losses with respect to their auto industry peers and should at least have their pensions preserved.
- Delphi cannot emerge from Chapter 11 without resolving the salaried pension issue therefore they must either turn pensions over to PBGC or return them to GM from where the original liability came.

- PBGC currently holds liens on many assets that Delphi needs to sell to emerge from Chapter 11. This action would clear those liens enabling Delphi to proceed with its reorganization.
- GM currently intends to purchase several of the Delphi assets with PBGC liens. This action would also allow those acquisitions to proceed unimpeded.
- PBGC will avoid the assumption of another large underfunded pension plan.
- The US Treasury will collect additional taxes on the increased pension amounts paid to retirees over the lifetime of the annuities.

In closing, I ask you to use your considerable influence in the restructuring process to achieve the transfer of the Delphi Salaried pension plan back to GM from where it originated. GM has played a significant role in Delphi's salaried retirees' current troubled situation starting with the Separation Agreement, imposing their handpicked management team, and saddling Delphi with non-competitive supply contracts. I hope you will recognize that the deck was stacked against Delphi's salaried retirees at the spinoff and do what is both reasonable and right.

Sincerely,



Robert L. Spencer

GM/Delphi employee (40 years)

**CC: Bankruptcy Court**

Judge Robert D. Drain

U.S. Bankruptcy Court Case #05-44481

One Bowling Green

New York, New York 10004-1408